

**TRAILER TRAIN
COMPANY**

 101 NORTH WACKER DRIVE · CHICAGO, ILLINOIS 60606
(312) 853-3223

August 27, 1990

DIRECT LINE: (312) 984-3821

 THOMAS D. MARION
TREASURER

VIA FEDERAL EXPRESS

 Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th & Constitutional Avenue, N.W.
Room 2303
Washington, DC 20423

RECORDATION NO. 16434-C FILED 1425

AUG 28 1990 -11 25 AM

RECORDATION NO. 16434-D FILED 1425

AUG 28 1990 -11 25 AM

INTERSTATE COMMERCE COMMISSION INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Submitted herewith for filing and recordation under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder are three (3) fully executed counterparts of the following two documents:

- A) Partial release dated July 18, 1990 of the Manufacturing Agreement Supplement No. 1 dated as of October 23, 1989, a secondary document supplementing the Manufacturing Agreement dated as of June 8, 1989.
- B) Partial Release dated August 10, 1990 of the Manufacturing Agreement Supplement No. 1 dated as of October 23, 1989, a secondary document supplementing the Manufacturing Agreement dated as of June 8, 1989.

Parties to this transaction are as follows:

 Trailer Train Company (Company)
101 North Wacker Drive
Chicago, IL 60606

 Bethlehem Steel Corporation (Manufacturer)
17 Johns Street
Johnstown, PA 15901

 AUG 28 11 23 AM '90
NOTED - 11 23 AM '90

The general description of the equipment is as follows:

Type	AAR Mechanical Designation	No. of Units	Marked*	Numbered
5-platform, articulated single level container flatcars	FC	A) 52	TTAX	78212, 78338, 78340-78341, 78343-78348, 78350, 78352, 78355-78368, 78374-78399
		B) 9		78201, 78202, 78205, 78314, 78369-78373

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* All units will have marked on each side the following legend,
"Ownership Subject to a Security Agreement Filed with the
Interstate Commerce Commission".

Enclosed are two checks in the amount of \$15.00 each to cover
filing fees.

Prior recordations pertaining to these Releases being
recorded are as follows:

- (1) Manufacturing Agreement dated as of June 8, 1989,
recorded on July 17, 1989, recordation number 16434.
- (2) Manufacturing Agreement Supplement No. 1 dated as of
October 23, 1989, recorded on November 29, 1989,
recordation number 16434-A.
- (3) Partial Release dated July 12, 1990, recorded on
August 1, 1990, recordation number 16434-B.

Short summaries of these documents to appear in the Index are as
follows:

- A) Partial Release, covering 52 five-platform articulated
single level container flatcars - TTAX, with the
following car numbers: 78212, 78338, 78340, 78341,
78343-78348, 78350, 78352, 78355-78368, 78374-78399.
- B) Partial Release covering 9 five-platform articulated
single level container flatcar - TTAX, with the
following car numbers: 78201, 78202, 78205, 78314,
78369-78373.

Once the filing has been made, please retain one copy of each and
return the remaining stamped counterparts and transmittal letter
copy to me via certified mail.

Very truly yours,



TDM/mak
Enclosures

P.S. Ms. Mildred Lee - As per your previous conversation,
please call Jane Congram at 312-984-3841 as soon as
this agreement is recorded advising her of the
recordation number, date and time. Thank you very
much.

Interstate Commerce Commission
Washington, D.C. 20423

8/28/90

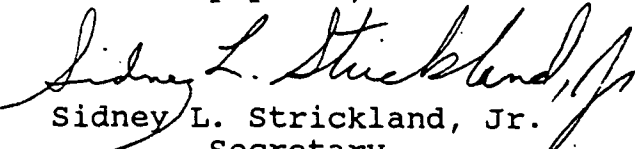
OFFICE OF THE SECRETARY

Thomas D. Marion
Trailer Train Company
101 North Wacker Drive
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/28/90 at 11:25am , and assigned recordation number(s). 16434-C, 16434-D, 16532-A, 16788-E, 16806-C 16832-C & 16832-D, 16633-A, 16913-A

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

RELEASE

AUG 28 1990 -11 25 AM

INTERSTATE COMMERCE COMMISSION

BETHLEHEM STEEL CORPORATION, the manufacturer named in that certain Manufacturing Agreement dated as of June 8, 1989, with Trailer Train Company, which agreement has been filed and recorded with the Interstate Commerce Commission pursuant to Section 11303 of Title 49 of the United States Code on July 17, 1989, and assigned recordation number 16434, and Manufacturing Agreement Supplement #1 thereto dated as of October 23, 1989, with Trailer Train Company, which agreement has been filed and recorded with the Interstate Commerce Commission pursuant to Section 11303 of Title 49 of the United States Code on November 29, 1989, and assigned recordation number 16434-A, does hereby acknowledge receipt of all amounts due under said agreement in respect of, and does hereby release all of its right, title, and interest in and to, the railroad equipment listed in Schedule A hereto.

ATTEST:

BETHLEHEM STEEL CORPORATION

G. P. Holsebeck
Assistant Secretary

By A. M. Weller
A. M. Weller
Vice President and Treasurer

COMMONWEALTH OF PENNSYLVANIA)
) SS:
COUNTY OF LEHIGH)

On this 18th day of July, 1990, before me personally appeared A. M. Weller, to me personally known, who, by me being duly sworn, says that he is the Vice President and Treasurer of Bethlehem Steel Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said company, and that said instrument was signed and sealed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Ethel H. Vary
Notary Public

CLAW.SJS23.D028

NOTARIAL SEAL
Ethel H. Vary, Notary Public
City of Bethlehem, Lehigh County, Pa.
My Commission Expires July 17, 1990

July 18, 1990, Closing

SCHEDULE A

<u>Manufacturer/ Car Type</u>	<u>Quantity</u>	<u>Company's Road Numbers</u>	<u>Company's Purchase Order/Contract No.</u>
Bethlehem Steel Corporation			
Five-Platform	52	TTAX 78212	T-5088-B
Articulated Single		TTAX 78338	
Level Container Flat		TTAX 78340-78341, inclusive	
Cars		TTAX 78343-78348, inclusive	
		TTAX 78350	
		TTAX 78352	
		TTAX 78355-78368, inclusive	
		TTAX 78374-78399, inclusive	